



## Nonprofit Law Northwest, LLC

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Western BCA Poolplayers Association, Inc.  
8757 SE Knapp St  
Portland, OR 97266

April 10, 2026

*Sent via email to midvalleybca@gmail.com and president@westernbca.org*

RE: Bylaws Amendments

Dear Western BCA Poolplayers Association, Inc.:

As some of you may know, I have been working with the Board of your organization to revise your Bylaws. Our focus in doing so has been primarily to ensure that the organization is compliant with the Oregon Nonprofit Corporation Act found in Oregon Revised Statutes Chapter 65 (“ORS 65”) as well as the IRS rules governing organizations with 501(c)(7) tax-exempt status. In addition, we wanted to streamline the document, provide greater clarity of the roles of different positions, and create a framework for organizational success.

The main issue the amended Bylaws address, and one which many of you involved in the organization may find concerning at first, is the authority that Western BCA has traditionally allowed its voting members to hold. ORS 65 does not give voting members the authority to make decisions about the day-to-day operations of a nonprofit. Instead, voting members are intended to act as the electorate in a democracy. Essentially, they are a check on the power of the Board and can remove and replace the Board if they don't like the decisions that the Board is making. They also get to periodically elect Board members when terms end. They also must agree to any significant changes to the Articles or Bylaws of the organization that would change member rights, voting privileges, etc. They can call meetings in certain circumstances and can review the organization's records within reasonable limits.

However, the authority of voting members is very different from Directors and Officers for two reasons: First, voting members do not owe fiduciary duties to the organization. Second, they do not get any personal liability protection for the decisions they make.

Unlike Directors and Officers, voting members do not take on any legal, fiduciary duties to the organization. Directors and Officers are required to make decisions in the best interest of the organization, to stay reasonably apprised of the affairs of the organization, and to obey the law in the way that they conduct the affairs of the organization. If they fail to uphold those duties, they can be held legally liable. Voting members are not required to do any of that when they make decisions for the organization.

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Because Directors and Officers are charged with running the organization and are required to fulfill these fiduciary duties, they are also given personal liability protection for the decisions/actions that they make on behalf of the organization (as long as they are fulfilling their fiduciary duties).

To understand this better, consider the following scenario: The Board decides to hold a tournament at a specific location, and someone is injured during the tournament. The injured person then sues the organization and each Board member individually. The organization is required to cover the legal fees and any damages of each Board member. In addition, if that Board member was a volunteer (meaning they were not paid to do Board work), there is also a higher standard of liability, meaning that the injured person must show that the Board member was *grossly* negligent before the Board member can be held liable, whereas anyone else could be liable if they were just negligent. Lastly, organizations can and should buy Directors and Officers insurance that will cover the legal fees of Board members if they are named in a lawsuit because of their work as a Director or Officer. Voting members do not get any of that protection.

For these reasons, both because of the law and because of the practical issues of liability, voting members should not be making the kinds of decisions that they have historically been making for Western BCA.

As a result, the amended Bylaws clarify the roles of the voting members and the Board. The amendments also clarify who the voting members are, in order to comply with rules about how voting members can be removed and the requirement that the organization always maintain an updated list of all current voting members. Now the leagues themselves are the voting members (represented by the League Operators and Player Representatives). The Members-At-Large are also voting members. This gives leagues more autonomy and allows the organization to ensure that it is complying with record keeping rules.

In addition, in order to improve cohesive and effective leadership, the Officers are now Board members, just as the Directors are. This will enable the main governance group of the organization to work more efficiently together.

Very truly yours,

A handwritten signature in blue ink that reads "Rosalie West". The signature is written in a cursive, flowing style.

Rosalie C. Westenskow, Attorney